

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

IN RE: PHARMACEUTICAL
INDUSTRY AVERAGE WHOLESAL
PRICE LITIGATION

This Document Relates to
ALL ACTIONS.

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)
) MDL No. 1456

) Master File No. 01-CV-12257-PBS

) Judge Patti B. Saris
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DECLARATION OF SAMUEL D. HEINS PURSUANT TO RULE 23(g)

I, Samuel D. Heins depose and state as follows:

1. I am a partner at the law firm of Heins Mills & Olson, P.L.C. I have extensive experience in prosecuting and litigating complex litigation. I have full knowledge of the matters stated herein and would testify hereto.

2. Our firm has a national practice in the field of complex litigation. The dominant part of the firm's work is the representation of plaintiffs and plaintiff classes in a variety of class actions, mainly in the areas of securities fraud, antitrust violations, and deceptive trade practices and consumer fraud. Attached as Exhibit A is the firm's resume. Our experience includes the following relevant matters:

a. We have been appointed or acted as lead counsel or co-lead counsel in numerous nationwide, complex commercial class actions, including but not limited to: In re AOL Time Warner, Inc. Securities Litigation (S.D.N.Y.); In re Broadcom Corp. Securities Litigation (C.D. Cal.); In re Monosodium Glutamate Antitrust Litigation (D. Minn.); In re High Pressure Laminates Antitrust Litigation (S.D.N.Y.); In re Polyester Staple Antitrust Litig. (W.D.N.C.).

b. We have also been appointed or acted as lead counsel or co-lead counsel in numerous class actions involving pharmaceutical pricing, including, Ferrell v. Wyeth-Ayerst Labs (D. Ohio); In re Relafen Antitrust Litig. (D. Mass.), and serve as co-chair of plaintiffs' discovery committee In re Lupron Marketing and Sales Practices Litig., (D. Mass.).

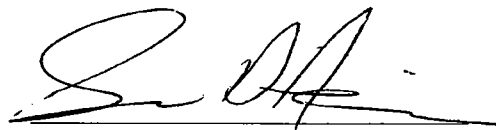
3. Our firm began investigating the claims raised in this litigation, and other potential causes of action that could be raised well before this litigation commenced, including researching publicly available documents and applicable law to develop theories of liability, meeting with persons knowledgeable in pharmaceutical pricing, and interviewing clients.

4. Our firm represents the Twin Cities Bakery Workers Health and Welfare Fund in class actions involving claims against pharmaceutical companies for marketing and pricing policies. Thus, our firm has experience with such issues as confidentiality of health records, regulation of employee benefit plans under the Employee Retirement Income Security Act ("ERISA"), the duties of such plans to their participants and beneficiaries, and the funding of benefits for jointly trusted labor-management benefit funds.

5. Our firm commits to expend the resources that are necessary to prosecute this action on behalf of the class. We have coordinated with several other firms to: investigate, draft and revise complaints filed on behalf of the class; respond to motions filed by defendants; respond to defendants' discovery requests; pursue discovery from defendants; review and manage massive amounts of documents produced by defendants; pursue discovery from third parties; and generally conduct this complex litigation in a civil, coordinated and manageable fashion.

I declare under penalty of perjury that the foregoing is true and correct.

Date: September 3, 2004



Samuel D. Heins

HEINS MILLS & OLSON, P.L.C.

Firm Résumé

August 2004

The law firm of Heins Mills & Olson, P.L.C., located in Minneapolis, Minnesota, has a national practice in the field of complex litigation. The dominant part of the firm's work is the representation of plaintiffs and plaintiff classes in a variety of class actions, mainly in the areas of securities fraud, antitrust violations, and deceptive trade practices and consumer fraud. The members of the firm collectively have many decades of experience in complex litigation and have successfully prosecuted over 100 class actions.

Heins Mills & Olson frequently serves as lead counsel for plaintiffs and plaintiff classes. In securities litigation, the firm is counsel for the Minnesota State Board of Investment (MSBI), recently-designated as the lead plaintiff in In re AOL Time Warner, Inc. Securities Litigation (S.D.N.Y.), a merger-related fraud case brought on behalf of purchasers of securities of America Online and AOL Time Warner. The firm is also lead counsel in In re Broadcom Corp. Securities Litigation (C.D. Cal.), a case brought on behalf of a class of purchasers of the common stock of Broadcom affected by an alleged scheme to mask declining revenues. The firm recently served as lead counsel for the class of securities investors in In re Mercury Finance Company Securities Litigation (N.D. Ill.). After negotiating a settlement with Mercury's auditing firm for \$40.5 million, one of the largest recoveries obtained from an accounting firm for violations of the securities laws, the firm obtained additional recoveries of over \$15 million from Mercury's officers and directors, and Mercury itself, even though the company was in bankruptcy. The firm represents several public pension funds in other class and individual securities fraud cases.

In antitrust litigation, Heins Mills & Olson is one of two lead counsel firms representing a class of purchasers of food additives in In re Monosodium Glutamate Antitrust Litigation, (D. Minn.). The firm has negotiated settlements, totaling \$123.4 million, with most of the defendants. The firm served as lead trial counsel representing travel agents against the major domestic airlines in In re Travel Agency Commission Antitrust Litigation, (D. Minn.), which resulted in eve-of-trial settlements totaling \$86 million. The firm also was co-lead counsel for classes of consumers of infant formula in state court price-fixing actions brought in seventeen states against infant formula manufacturers, which were settled collectively for \$64 million in cash and infant formula products. Heins Mills & Olson currently serves as co-lead counsel for purchasers of laminated cabinetry in In re High Pressure Laminates Antitrust Litigation, (S.D.N.Y.), and as a co-chair of plaintiffs' discovery committee in In re Vitamins Antitrust Litigation, (D.D.C.). In addition, the firm was recently appointed co-lead counsel in In re Polyester Staple Antitrust Litig., (W.D.N.C.)

In consumer protection litigation, Heins Mills & Olson is one of three co-lead counsel firms in In re Pharmaceutical Industry Average Wholesale Price Litigation (D. Mass.), actions brought on behalf of consumers, health insurers, and others against the largest drug manufacturers asserting claims regarding alleged manipulation of prescription drug prices. The firm is one of three co-lead counsel in In re Universal Service Fund Telephone Billing Practices Litigation, (D. Kan.), brought on behalf of business and residential customers concerning USF surcharges collected by long distance telephone companies. The firm also is lead counsel in several statewide and national class actions brought on behalf of landowners against telecommunications companies that have laid fiber-optic cable in railroad rights of way without compensating the owners of the adjacent or underlying land. The firm also represents individual parties in other commercial cases, primarily in the areas of patent, trademark, unfair competition, and deceptive trade practices litigation.

Heins Mills & Olson, P.L.C. is comprised of thirteen lawyers, six partners and seven associates, with a supporting staff of paralegal assistants and administrative personnel.

Samuel D. Heins

Samuel D. Heins is a member and governor of Heins Mills & Olson, P.L.C. He received his undergraduate degree from the University of Minnesota in 1968 and graduated from the University of Minnesota Law School (J.D.) in 1972. He served as a law clerk to the Honorable Earl R. Larson, United States District Judge, District of Minnesota (1972-73). He has been a visiting professor at the University of Minnesota's School of Architecture.

Mr. Heins has extensive experience in complex litigation, particularly in securities fraud and antitrust class actions, and he has served as lead or co-lead counsel in a number of major class actions. He served as lead trial counsel in In re Travel Agency Commission Antitrust Litig., (D. Minn.), and he is now involved in, among other matters, In re AOL Time Warner Securities Litig., (S.D.N.Y.); In re Pharmaceutical Industry Average Wholesale Price Litig., (E.D. Mass.); In re Monosodium Glutamate Antitrust Litig., (D. Minn.); In re High Pressure Laminates Antitrust Litig., (S.D.N.Y.); In re Universal Service Fund Telephone Billing Practices Litig., (D. Kan.); In re Fiber Optic Cable Litig., (N.D. Ill.); In re Broadcom Corp. Securities Litig., (C.D. Cal.); In re Green Tree Financial Stock Litig., (D. Minn.); and In re Vitamins Antitrust Litig., (D.D.C.). In addition Mr. Heins represents several state public pension funds in private litigation to recover the funds' securities losses related to their purchases of McKesson HBOC common stock. These funds include the Utah State Retirement Board, the Public Employees' Retirement Association of Colorado, and the Minnesota State Board of Investment. Other cases in which he has participated in the representation of plaintiff classes include: In re Mercury Finance Co. Sec. Litig., (N.D. Ill.); In re Stucco Litig., (E.D.N.C.); In re Olympic Financial Sec. Litig. (D. Minn.); American Carriers Sec. Litig., (D. Kan.); Archer Communications

Sec. Litig., (C.D. Cal.); In re Grand Casinos Securities Litig., (D. Minn.); Bulk Popcorn Antitrust Litig., (D. Minn.); Charterhouse Sec. Litig., (D. Minn.); Comserv Sec. Litig., (D. Minn.); Craig-Hallum Sec. Litig., (D. Minn.); Daisy Systems Corp. Sec. Litig., (N.D. Cal.); Damson Oil & Gas Limited Partnerships Sec. Litig., (S.D.N.Y.); Diamonds Antitrust Litig., (S.D.N.Y.); EECO Sec. Litig., (C.D. Cal.); Embassy Suites Sec. Litig., (C.D. Cal.); Endotronics Sec. Litig., (D. Minn.); Fidelity Medical Inc. Sec. Litig., (D.N.J.); Harcourt Brace Jovanovich, Inc. Sec. Litig., (S.D.N.Y.); In re Grand Casinos Securities Litig., (D. Minn.); In re HMOA Sec. Litig., (N.D. Ill.); Jan Bell Sec. Litig., (S.D. Fla.); K-tel Corp. Sec. Litig., (D. Minn.); Kirschner Medical Corp. Sec. Litig., (D. Md.); L.A. Gear Sec. Litig., (C.D. Cal.); Miniscribe Sec. Litig., (D. Colo.); In re: Molybdenum Antitrust Litig., (W.D. Pa.); Mortgage & Realty Trust Sec. Litig., (E.D. Pa.); Netteburg v. Cheyenne Land Co., (D. Minn.); Pinnacle West Sec. Litig., (D. Ariz.); Residential Resources Sec. Litig., (D. Ariz.); Saxon Industries Sec. Litig., (S.D.N.Y.); Simmons Co. ERISA Litig., (W.D. Wis.); Tandon Corp. Sec. Litig., (C.D. Cal.); Thousand Trails, Inc. Sec. Litig., (W.D. Wash.); and Wirebound Boxes Antitrust Litig., (D. Minn.).

Mr. Heins is a member of the Federal Advisory Committee to the Judicial Council of the Eighth Circuit. He was a member of the Minneapolis Charter Commission and has served as president of both the Minnesota Advocates for Human Rights and the Minnesota Center for Victims of Torture. He also is a member of the Hennepin County, Minnesota State (Member, Board of Governors, 1978-1984) and American Bar Associations.

Stacey L. Mills

Stacey L. Mills is a member and governor of Heins Mills & Olson, P.L.C. She received her undergraduate degree from the University of Nebraska in 1980 and graduated from California Western School of Law (J.D.) in 1983. Ms. Mills is a member of the California and Minnesota State Bar

Associations, and the bars of the United States District Courts for the Southern, Central and Northern Districts of California, the District of Minnesota, and the United States Court of Appeals for the Ninth Circuit.

Ms. Mills was one of the lead lawyers most actively involved on behalf of the plaintiff class in In re Travel Agency Commission Antitrust Litig., (D. Minn.). During the past fifteen years of practice, she continuously has practiced in the area of class and other complex litigation. Class actions in which she now is or recently has been involved include: In re AOL Time Warner Securities Litig., (S.D.N.Y.); In re High Pressure Laminates Antitrust Litig., (S.D.N.Y.); In re Fiber Optic Cable Litig., (N.D. Ill.); In re Broadcom Corp. Securities Litig., (C.D. Cal.); In re Green Tree Financial Stock Litig., (D. Minn.); In re Grand Casinos, Inc. Sec. Litig., (D. Minn.); In re Buffets, Inc. Sec. Litig., (D. Minn.); In re Mercury Finance Co. Sec. Litig., (N.D. Ill.); In re Digi International, Inc. Sec. Litig., (D. Minn.); In re Olympic Financial Sec. Litig., (D. Minn.); In re Policy Management Systems Corp. Secs. Litig., (D.S.C.); In re High-Fructose Corn Syrup Antitrust Litig., (C.D. Ill.); Jong Lee v. Summit Medical Systems, Inc., (D. Minn.); In re Tricord Systems, Inc. Sec. Litig., (D. Minn.); and In re NASDAQ Market-Makers Antitrust Litig., (S.D.N.Y.). Other actions in which she has participated in the representation of plaintiff classes include: In re Scimed Life Sec. Litig., (D. Minn.), A & J Deutscher Family Fund v. Bullard, (C.D. Cal.); In re Unioil Sec. Litig., (C.D. Cal.); In re Cousins Sec. Litig., (S.D. Cal.); In re Daisy Systems, (N.D. Cal.); In re HMOA Sec. Litig., (N.D. Ill.); In re Employee Benefit Plans Sec. Litig., (D. Minn.); Guenther v. Cooper Life Sciences, (N.D. Cal.); In re Tera Sec. Litig., (N.D. Cal.); In re Technical Equities Sec. Litig., (N.D. Cal.); Krasner v. Mitchell, (Cal. Super. Ct. Los Angeles); Kurgen v. Boise, (C.D. Cal.); Levy v. Eletr, (N.D. Cal.); Mirochnick v. Glasky, (C.D. Cal.); Shields v. Smith, (N.D. Cal.); Steiner v. Whittaker Corp., (Cal. Super. Ct. Los Angeles); Thau v. Johnson, (S.D. Cal.); The Clothestime Sec. Litig., (C.D. Cal.); Weinberger v. Kwiker, (C.D. Cal.); and Weinberger v. Liebel, (S.D. Cal.).

Complex civil actions in which Ms. Mills has represented plaintiffs asserting derivative claims on behalf of corporations include: Goldman v. Belzberg, (Cal. Super. Ct. Los Angeles) (on behalf of FarWest Savings & Loan Association); Grobow v. Dingman, (S.D. Cal.) (on behalf of The Henley Group, Inc.); In re Lockheed Corp. Sec. Litig., (C.D. Cal.); Pacific Gas & Elec. Shareholder Derivative Litig., (Cal. Super. Ct. San Francisco); and Seaman v. Pratt, (Cal. Super. Ct. Orange Co.) (on behalf of Pfizer Inc.).

Bryan L. Crawford

Bryan L. Crawford is a partner in the firm of Heins Mills & Olson, P.L.C. He is a summa cum laude graduate of the University of South Dakota (B.A. 1982) and a magna cum laude graduate of the University of Minnesota Law School (J.D. 1985), where he was elected to Order of the Coif. Mr. Crawford is admitted to practice in the United States District Courts for the District of Minnesota and the Western District of Wisconsin, and he is a member of the Federal, Minnesota and Hennepin County Bar Associations. He is currently, or recently has been involved in numerous class actions and other complex cases, including In re Broadcom Corp. Sec. Litig., (C.D. Cal.); In re AOL Time Warner, Inc. Securities Litig., (S.D.N.Y.); In re Pharmaceutical Industry Average Wholesale Price Litig., (D. Mass.); In re Lupron Marketing and Sales Practices Litig., (D. Mass.); In re Green Tree Financial Stock Litig., (D. Minn.); In re Mercury Finance Co. Sec. Litig., (N.D. Ill.); In re Baycol Products Litig., (D. Minn.); Lambert v. American Express Financial Corp., (D. Minn.); In re Grand Casinos, Inc. Sec. Litig., (D. Minn.); In re Rainforest Cafe, Inc. Sec. Litig., (D. Minn.); In re High-Fructose Corn Syrup Antitrust Litig., (C.D. Ill.); In re Olympic Financial Sec. Litig., (D. Minn.); In re Travel Agency Comm'n Antitrust Litig., (D. Minn.); In re Employee Benefit Plans Sec. Litig., (D. Minn.); and In re SciMed Life Sec. Litig., (D. Minn.). In addition, he is one of the lawyers representing Colorado,

Minnesota and Utah State Employee Pension Funds in private litigation regarding losses suffered in connection with their purchases of McKesson HBOC Securities.

Alan I. Gilbert

Alan I. Gilbert is a partner in the firm of Heins Mills & Olson, P.L.C. He is a graduate of the University of Minnesota (B.A. 1974) and a cum laude graduate of William Mitchell College of Law (J.D. 1978). After graduation from law school, Mr. Gilbert served as a law clerk to Minnesota Supreme Court Justice George M. Scott and in 1980 joined the Minnesota Attorney General's Office as a Special Assistant Attorney General in the Commerce Division. In 1987, Mr. Gilbert became the manager of the Commerce Division and, in 1992, the manager of the Commerce and Gambling Division. He was appointed Minnesota's Solicitor General in 1995 and its Chief Deputy Attorney General in 1999, and he served in both capacities until January 2003.

Mr. Gilbert has extensive experience representing and providing legal advice and opinions to Minnesota state agencies, constitutional officers and other public officials. He has testified before state legislative and congressional committees on issues in securities law, insurance regulation, Indian gaming, corporate takeovers and constitutional law.

Mr. Gilbert also has extensive litigation experience and has represented the State of Minnesota in both state and federal courts. In March 2002, he appeared before the United States Supreme Court in Republican Party of Minnesota v. White, 122 S.Ct. 2528 (2002), which involved the constitutionality of campaign restrictions in judicial elections. Other recent examples of Mr. Gilbert's cases include Metropolitan Sports Facilities Comm'n v. Minnesota Twins Partnership, 638 N.W.2d 214 (Minn.App. 2002), which required the Minnesota Twins baseball team to specifically perform its ballpark lease, and State v. BlueCross BlueShield of Minnesota, which resulted in a groundbreaking

process for reviewing mental health claim denials and payment of over \$10 million to the State and individual consumers.

Mr. Gilbert has taught legal writing as an adjunct professor at William Mitchell College of Law. He has been a frequent continuing legal education lecturer on a variety of subjects including ethics, insurance and securities regulation, litigation, gambling and constitutional law. Mr. Gilbert is a member of the Minnesota Supreme Court's Committee on Appellate Rules and has served on a variety of other committees including the Governor's Advisory Committee on Gambling, the State Accounts Receivable Engineering Project, the Insurance Company Solvency Task Force, and Wellspring and Bar Association Committees on Corporate Takeover Legislation.

Mr. Gilbert is a member of the Minnesota and Dakota County Bar Associations. He is admitted to practice before Minnesota state courts, the U.S. District Courts for the Districts of Minnesota and D.C., the U.S. Courts of Appeals for the Eighth and Ninth Circuits, and the United States Supreme Court.

Mr. Gilbert is currently working on AOL Time Warner, Inc. Securities Litig., (S.D.N.Y.); In re Relafen Antitrust Litig., (D. Mass.); In re Bulk Graphite Antitrust Litig., (D.N.J.); Barry Kushner v. General Motors Corp. (Canadian car antitrust litigation), (D. Ma.); and In re Magnetic Audiotape Antitrust Litig., (S.D.N.Y.).

Brian L. Williams

Brian L. Williams is a partner in the law firm of Heins Mills & Olson, P.L.C. He is a graduate of St. John's University, Collegeville, Minnesota (B.A. 1989) and a cum laude graduate of William Mitchell College of Law (J.D. 1992). He was a member of the William Mitchell Law Review. Mr. Williams is admitted to practice in the U.S. District Court of Minnesota and the U.S. Court of Appeals

for the Eighth Circuit. He is a former prosecutor and a member of the Minnesota State and Hennepin County Bar Associations.

Mr. Williams is currently working on In re Broadcom Corp. Sec. Litig., (C.D. Cal.); In re Pharmaceutical Industry Average Wholesale Price Litig., (D. Mass.); In re Premarin Antitrust Litig., (S.D. Ohio); and In re Lupron Marketing and Sales Practices Litig., (D. Mass.). Other class actions in which he previously has been involved include: In re MSG Antitrust Litig., (D. Minn.); In re Relafen Antitrust Litig., (D. Mass.); and In re Flat Glass Antitrust Litig., (W.D. Pa.).

Vincent J. Esades

Vincent J. Esades is a partner in the firm of Heins Mills & Olson, P.L.C. He is a cum laude graduate of the University of North Dakota (B.A. 1991) and a graduate of the University of North Dakota School of Law (J.D. 1994), where he was the recipient of several moot court awards. He is admitted to practice in Minnesota and North Dakota and in the U.S. District Court for the District of Minnesota. He is currently working on several class actions, including In re Polyester Staple Antitrust Litig., (W.D.N.C.); In Re Bulk Graphite Antitrust Litig., (D.N.J.); In re Vitamins Antitrust Litig., (D.D.C.); In re High Pressure Laminates Antitrust Litig., (S.D.N.Y.); Howe v. Microsoft Corp., (N.D.); and Gordon v. Microsoft Corp., (Minn., 4th Jud. Dist.). Mr. Esades was heavily involved in In re Travel Agency Commission Antitrust Litig., (D. Minn.). Other class actions in which he previously has been involved include: In re Compact Disc Antitrust Litig., (C.D. Cal.); Lambert v. American Express Fin. Corp., (D. Minn.); In re NASDAQ Market-Makers Antitrust Litig., (S.D.N.Y.); In re Motorsports Merchandise Antitrust Litig., (N.D. Ga.); and Lazy Oil, Inc. v. Witco Corp., (W.D. Pa.).

Daniel C. Hedlund

Daniel C. Hedlund is a partner of the firm of Heins Mills & Olson, P.L.C. He is a graduate of Carleton College (B.A. 1989) and a cum laude graduate of the University of Minnesota Law School (J.D. 1995), where he served as Note & Comment Editor of the Minnesota Journal of Global Trade. He was the recipient of the Federal Bar Association's 1994 John T. Stewart, Jr. Memorial Fund Writing Award. Mr. Hedlund has served as a law clerk to the Honorable Gary Crippen, Judge, Minnesota Court of Appeals (1997), and to the Honorable Dolores Orey, District Judge, Fourth Judicial District of Minnesota (1995-1996). He is admitted to practice in the state and federal courts in Minnesota.

Mr. Hedlund is currently, or recently has been involved in numerous class actions and other complex cases, including In re Universal Service Fund Telephone Billing Practices Litig. (D. Kan.); In re AOL Time Warner, Inc. Sec. Litig., (S.D.N.Y.); In re Mercedes Benz Antitrust Litig., (D.N.J.); In re Xcel Energy, Inc. Sec. Litig., (D. Minn.); In re Green Tree Financial Stock Litig., (D. Minn.); Tow Distributing v. Blue Cross and Blue Shield of MN, (Minn.); In re Commercial Tissue Antitrust Litig., (N.D. Fla.); In re Polypropylene Carpet Antitrust Litig., (N.D. Ga.); In re NASDAQ Market-Makers Antitrust Litig., (S.D.N.Y.), In re Buffets, Inc. Sec. Litig., (D. Minn.); and S&S Forage Equip. Co. v. Up North Plastics, Inc., (D. Minn.).

David Woodward

David Woodward is an associate of Heins Mills & Olson, P.L.C. He graduated with highest honors from St. Cloud State University in 1971, received his J.D. degree in 1975 from the School of Law of the University of California in Los Angeles, where he was admitted to the Order of the Coif and was a member of the UCLA Law Review, and was awarded a Masters of Law degree with highest honors in 1985 from the National Law Center, Washington, D.C.

From 1987-2003, Mr. Woodward served as an Assistant Attorney General in the Civil Enforcement Unit of the Minnesota Attorney General's Office. Mr. Woodward has extensive experience representing the State of Minnesota in lawsuits enforcing statutory prohibitions against false advertising, deceptive trade practices and consumer fraud. Mr. Woodward's consumer protection litigation areas of emphasis included health frauds, mortgage related enforcement matters and deceptive practices particularly impacting vulnerable consumers. On behalf of the Minnesota Attorney General's Office, Mr. Woodward helped to create a multistate health fraud litigation group, which he co-chaired from 1994-1996. He served as lead counsel on behalf of the State of Minnesota in numerous multistate enforcement efforts involving the application of state consumer protection statutes to nationwide drug advertising and promotional practices within the pharmaceutical industry, as well as a multistate settlement with a large food company involving application of federal and state food laws and state consumer laws to the advertising and sale of a combination food/toy product marketed to young children.

Mr. Woodward has extensive consumer protection litigation experience. He has represented the State of Minnesota in both state and federal courts. He represented the State of Minnesota in a consumer and insurance law enforcement matter benefiting homeowners statewide in a case confirming the Attorney General's authority to sue insurers to enforce Minnesota consumer and insurance laws. State v. American Family Mut. Ins. Co., 609 N.W.2d 1 (Minn. Ct. App. 2000). Mr. Woodward has represented the State in numerous false advertising, deceptive trade practices and consumer fraud cases, including litigation challenging advance fee loan schemes; college financial aid services companies; credit repair frauds; usurious credit card charges; home mortgage escrow overcharges; false advertising for bogus yellow page directories; the sale of bogus cancer treatment devices; the marketing to young consumers of an unapproved, dangerous drug misrepresented as a safe and natural product; misrepresentations in the sale of hearing aids; travel promotion schemes;

deceptive practices affecting small businesses; and deceptive sweepstakes practices by major national sweepstakes companies.

From 1976-1979 and 1980-1987, Mr. Woodward served as a staff attorney for a non-profit legal services corporation providing legal representation in civil matters, including litigation, to low-income persons in south central Pennsylvania. He was counsel in a seminal case before the Pennsylvania Supreme Court establishing on a statewide basis the implied warranty of habitability in residential lease transactions. Pugh v. Holmes, 405 A.2d 897 (Pa. 1979).

Mr. Woodward is admitted to practice before Minnesota, Pennsylvania and California state courts, United States District Courts for the Districts of Minnesota and the Middle District of Pennsylvania, the United States Courts of Appeals for the Third, Fifth, Eighth and Ninth Circuits, and the United States Supreme Court. Mr. Woodward has provided *pro bono* representation to persons seeking asylum. In 2000, he received the Pro Bono Volunteer Annual Attorney Award from Minnesota Advocates for Human Rights.

Mr. Woodward is currently working on antitrust and securities fraud litigation in which the Heins Mills & Olson firm serves as plaintiffs' counsel.

Dylan J. McFarland

Dylan J. McFarland, an associate with the firm, is a graduate of the University of Minnesota (B.A. *summa cum laude*, 1977) and the Harvard Law School (J.D., *cum laude*, 1980). While attending Harvard, Mr. McFarland was an editor of the *Harvard Civil Rights-Civil Liberties Law Review*. He is admitted to practice in the U.S. District Court for the District of Minnesota and the U.S. Court of Appeals for the Eighth Circuit Court, and is a member of the Minnesota State and Hennepin County Bar Associations. From 1998-2002, he was an Adjunct Professor of Law at William Mitchell College of Law, where he taught Legal Writing, Trial Skills, and Appellate Advocacy.

Mr. McFarland is currently working on complex litigation matters, including In re AOL Time Warner Sec. Litig., (S.D.N.Y.) and In re Broadcom Corp. Sec. Litig., (C.D. Cal.).

Barbara J. Felt

Barbara J. Felt is an associate with Heins Mills & Olson, P.L.C. She received her undergraduate degree from the University of Minnesota (B.A. *magna cum laude*, 1980) and her law degree from William Mitchell College of Law (J.D. 1992). She has a broad range of experience in civil litigation matters, including handling commercial litigation and products liability claims. Ms. Felt has been involved in all aspects of the litigation and appellate process, and has participated in several significant trials and appeals involving cases of first impression.

Ms. Felt was named a "Super Lawyer" by Minnesota Law & Politics in 2004, 2003 and 2002, and a "Rising Star" in 2002 and 2001, recognitions based on attorney polling across Minnesota. She is admitted to practice in the State of Minnesota, the U.S. District Court for the District of Minnesota, and the U.S. Court of Appeals for the Eighth Circuit. Ms. Felt is a member of the Minnesota State, Hennepin County and Dakota County Bar Associations, and the Minnesota Trial Lawyers Association. She has authored several articles and chapters for publications, and has spoken at a number of legal education seminars on litigation topics.

Ms. Felt is currently working on several class actions, including In re Universal Service Fund Telephone Billing Practices Litigation, (D. Kan.), In re AOL Time Warner, Inc. Securities Litigation (S.D.N.Y.), In re Pharmaceutical Industry Average Wholesale Price Litigation (D. Mass.), Ferrell v. Wyeth-Ayerst Labs (D. Ohio) and Blevins v. Wyeth-Ayerst Labs (Cal. Sup. Ct.).

Susan E. MacMenamin

Susan E. MacMenamin is an associate of the firm of Heins Mills & Olson, P.L.C. She is a graduate of Grinnell College (B.A. 1995) and a cum laude graduate of the University of Minnesota Law School (J.D. 2000) where she was the recipient of the law school's Public Service Award (2000) and placed second in the National Civil Rights Moot Court Competition (2000). Ms. MacMenamin served as a law clerk to Magistrate Judge John M. Mason, United States District Court for the District of Minnesota (2000-2001). She is admitted to practice in the state courts of Minnesota and in the U.S. District Court for the District of Minnesota. Ms. MacMenamin is currently working on several class actions, including In re Pharmaceutical Industry Average Wholesale Price Litig., (D. Mass.); In re Polyester Staple Antitrust Litig., (W.D.N.C.); In re Lupron Marketing and Sales Practices Litig., (D. Mass.); In re Relafen Antitrust Litig., (D. Mass.); and In re MSG Antitrust Litig., (D. Minn.).

Gretchen L. Ulbee

Gretchen L. Ulbee is an associate of the firm of Heins Mills & Olson, P.L.C. She is a cum laude graduate of Smith College (B.A. 1994) and a summa cum laude graduate of Hamline University School of Law (J.D. 2000). Ms. Ulbee is admitted to practice in the U.S. District Court for the District of Minnesota and in the state courts of Minnesota. While in law school, she served as Symposium Editor for the Hamline Journal of Public Law and Policy, wrote an article published in the Journal, won recognition for academic achievement in Civil Procedure, Tax, Administrative Law, and other subjects, and was a recipient of the Hamline University Presidential Law Scholarship. After graduating from law school, Ms. Ulbee served as a law clerk to the Honorable Edward C. Stringer, Associate Justice of the Minnesota Supreme Court (2000-2001). Ms. Ulbee is currently working on several complex litigation matters, including In re Broadcom Corp. Sec. Litig., (C.D. Cal.); In re AOL Time Warner, Inc. Sec. Litig. (S.D.N.Y.); Fiber Optic Cable Litig., (multiple state and federal court

actions); In re Universal Service Fund Telephone Billing Practices Litig., (D. Kan.); and Twin City Bakery Workers Health & Welfare Fund v. Biovail Corp., (D.D.C.).

Lori A. Johnson

Lori A. Johnson is an associate of the firm of Heins Mills & Olson, P.L.C. She is a graduate of Concordia College (B.A. 1993) and a cum laude graduate of the University of Minnesota Law School (J.D. 2001), where she served as a member of the Minnesota Law Review. She was a recipient of a Public Interest Law Fellowship and the Minnesota Justice Foundation Public Service Award (2001). Ms. Johnson served as a law clerk to the Honorable Kevin S. Burke, Chief Judge, Fourth Judicial District of Minnesota (2001-02). She is admitted to practice in the U.S. District Court for the District of Minnesota and in the state courts of Minnesota. Ms. Johnson is currently working on several class actions, including In re AOL Time Warner, Inc. Sec. Litig. (S.D.N.Y.); In re McKesson HBOC Sec. Litig., (N.D. Cal.); In re Magnetic Audiotape Antitrust Litig., (S.D.N.Y.); and Ellerbrake v. Campbell-Hausfeld, (Ill.).

Muria J. Kruger

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